

ORIGINAL

UNITED STATES BANKRUPTCY COURT
Northern District of California
VOLUNTARY
PETITION

IN RE (Name of debtor - if individual, enter Last, First, Middle) NATURAL WONDERS, INC., a Delaware corporation	NAME OF JOINT DEBTOR (Spouse) (Last, First, Middle) N/A
ALL OTHER NAMES used by the Debtor in the last 6 years Natural Wonders; World of Science, Inc.; WOSI on the Web, Inc.; NW Capital Management, Inc.	ALL OTHER NAMES used by the joint debtor in the last 6 years (include married, maiden and trade names) N/A
SOC. SEC./TAX I.D. NO. (If more than one, state all.) 77-0141610	SOC. SEC. /TAX I.D. NO. (If more than one, state all.) N/A
STREET ADDRESS OF DEBTOR (No. and street, city, state and zip code) 4209 Technology Drive, Fremont, CA 94538	STREET ADDRESS OF JOINT DEBTOR (No. and street, city, state and zip code) N/A
COUNTY OF RESIDENCE OR OF THE PRINCIPAL PLACE OF BUSINESS Alameda County, CA	COUNTY OF RESIDENCE OR OF PRINCIPAL PLACE OF BUSINESS N/A
MAILING ADDRESS OF DEBTOR (If different from street address.)	MAILING ADDRESS OF JOINT DEBTOR (If different from street address.) N/A
LOCATION OF PRINCIPAL ASSETS OF BUSINESS DEBTOR (If different from street address above.) Principal Office: 4209 Technology Drive, Fremont, CA 94538 Natural Wonders Distribution Center; 7200 Intermodal Drive, Jefferson County, Louisville, KY 40258 Debtor also has 303 retail locations throughout the U.S. where assets are maintained.	

INFORMATION REGARDING THE DEBTOR (Check the applicable boxes)

VENUE (Check any applicable box)

- ☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

TYPE OF DEBTOR (Check all boxes that apply)

- ☐ Individual(s) ☐ Railroad
- ☒ Corporation ☐ Stockbroker
- ☐ Partnership ☐ Commodity Broker
- ☐ Other _____

CHAPTER OR SECTION OF BANKRUPTCY CODE UNDER WHICH THE PETITION IS FILED (Check one box)

- ☐ Chapter 7 ☒ Chapter 11 ☐ Chapter 13
- ☐ Chapter 9 ☐ Chapter 12
- ☐ Sec. 304 - Case Ancillary to foreign proceeding

NATURE OF DEBTS (check one box)

- ☐ Consumer/Non-Business ☒ Business

CHAPTER 11 SMALL BUSINESS (Check all boxes that apply)

- ☐ Debtor is a small business as defined in 11 U.S.C. § 101
- ☐ Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)

FILING FEE (Check one box)

- ☒ Filing fee attached
- ☐ Filing fee to be paid in installments. (Applicable to individuals only.) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments.
Rule 1006(b); see Official Form No. 3.

STATISTICAL/ADMINISTRATIVE INFORMATION (Estimates only)

(Estimates only) (Check applicable boxes)

- ☒ Debtor estimates that funds will be available for distribution to unsecured creditors.
- ☐ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

ESTIMATED NUMBER OF CREDITORS

1-15	16-49	50-99	100-199	200-999	1000-over
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

ESTIMATED ASSETS

\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

ESTIMATED DEBTS

\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

THIS SPACE FOR COURT USE ONLY

 KEENAN G. CASADY, CLERK
 U.S. BANKRUPTCY COURT
 NORTHERN DIST. OF CA.
 OAKLAND, CA

00 DEC 17 PM 3:07

FILED

VOLUNTARY PETITION

(This page must be completed and filed in every case)

Name of Debtor(s):

FORM B1, Page 2

NATURAL WONDERS, INC., a Delaware corporation

Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)		
Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A
Pending Bankruptcy Case Filed By Any Spouse, Partner Or Affiliate Of This Debtor (If more than one, attach additional sheet)		
Name of Debtor: WORLD OF SCIENCE, INC., a New York corporation	Case Number: _____	Date Filed: 12/17/00
District: Northern District of California Oakland Division	Relationship: Debtor's wholly-owned subsidiary	Judge: _____

SIGNATURES**SIGNATURE(S) OF DEBTOR(S)** (Individual / Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

(If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7) I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

I request relief in accordance with title 11, United States Code, as specified in this petition.

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

SIGNATURE OF DEBTOR (Corporation / Partnership)

I declare under penalty of perjury under the laws of the United States of America that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

NATURAL WONDERS, INC., a Delaware corporation,**X****PETER G. HANELT, President / CFO / CEO / Secretary**

Date

SIGNATURE OF ATTORNEY**SHEPPARD, MULLIN, RICHTER & HAMPTON LLP****X****MICHAEL H. AHRENS, CA BAR NO. 44766****GERALDINE A. FREEMAN, CA BAR NO. 111483****JEFFREY K. REHFELD, CA BAR NO. 188128****4 Embarcadero Center, 17th Floor****San Francisco, CA 94111****Telephone: (415) 434-9100****Facsimile: (415) 434-3947****Proposed Attorneys for Debtor-in-Possession****SIGNATURE OF NON-ATTORNEY PETITION PREPARER**

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

Printed or Typed Name of Bankruptcy Petition Preparer

Social Security Number

Address

Telephone Number

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:

EXHIBIT "A"

(To be completed if debtor is required to file periodic reports (e.g. forms 10K and 10Q with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

☒ Exhibit "A" is attached and made a part of this petition.**EXHIBIT "B"**

(To be completed if debtor is an individual whose debtors are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, and have explained the relief available under such chapter.

X

Signature of Attorney for Debtor(s)

Date

If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person.

X

Signature of Bankruptcy Petition Preparer

Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156

Exhibit A to Voluntary Petition

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is **0-20035**.

2. The following financial data is the latest available information and refers to the Debtor's condition on October 28, 2000.

a.	Total assets:	\$126,627,000
b.	Total debts (including debts listed in 2.c., below)	\$ 93,879,000

						<u>Approximate Number of Holders</u>		
c.	Debt securities held by more than 500 holders:							
	secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ N/A	N/A
	secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ N/A	N/A
	secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ N/A	N/A
	secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ N/A	N/A
	secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ N/A	N/A
	secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ N/A	N/A

d.	Number of shares of preferred stock	N/A	N/A
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e.	Number of shares of common stock (as of 11/24/00)	7,869,224	250 equity holders and 1,500 beneficial shareholders
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Comments, if any: _____

3. Brief description of Debtor's business: **A retailer of unique and affordable gifts inspired by traditional and distinctive science and nature products. As of 10/28/00, Debtor maintained 303 retail locations. As of 12/12/00, Debtor employed approximately 5,462 temporary and full time employees throughout the United States.**

4. List the names of any persons who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of Debtor:

Centennial Associates L.P, 900 Third Avenue, New York, NY 10022

Rubenstein, Robert S., 2341 El Camino Real, Redwood City, CA 94063

Grace & White, Inc., 515 Madison Avenue, Suite 1700, New York, NY 10022

Dimensional Fund Advisors I, 1299 Ocean Avenue, 11th Floor, Santa Monica, CA 90401

Norwest Equity Partners IV, 2800 Piper Jaffray Tower, 222 So Ninth St., Minneapolis, MN 55402

Copley Partners 2, L.P., Federal Reserve Plaza, 600 Atlantic Plaza, 13th Floor, Boston, MA 02110


IN THE UNITED STATES BANKRUPTCY COURT
Northern District of California
(Oakland Division)

In re:	}	Case No. _____
	}	
NATURAL WONDERS, INC.,	}	Chapter 11
a Delaware corporation,	}	
	}	
Debtor-in-Possession.	}	

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, PETER G. HANELT, declare under penalty of perjury of the laws of the United States of America that I am the President, Chief Executive Officer, Chief Financial Officer, Secretary and the proposed "Designated Responsible Individual" (pursuant to Local Bankruptcy Rule 4002-1) of NATURAL WONDERS, INC., a Delaware corporation (the "Corporation"), and that the attached is a true and correct copy of the resolution adopted by the Board of Directors of the Corporation in lieu of a special meeting held on the 17th day of December 2000, which authorizes NATURAL WONDERS, INC. to file this Voluntary Petition under Chapter 11 of Title 11 of the United States Bankruptcy Code.

Date Dec 17, 2000

Signed: 
By: PETER G. HANELT, Secretary
NATURAL WONDERS, INC.

**UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF
NATURAL WONDERS, INC.
IN LIEU OF A SPECIAL MEETING**

The undersigned, representing all of the Directors of *NATURAL WONDERS, INC.*, a Delaware corporation (the "Corporation"), hereby take the following actions:

WHEREAS, it is in the best interest of NATURAL WONDERS, INC. (the "Corporation") to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

NOW THEREFORE, BE IT RESOLVED, that PETER G. HANELT, the Corporation's President, Chief Executive Officer, Chief Financial Officer and Secretary ("HANELT"), is hereby authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case on behalf of the Corporation (the "Bankruptcy Case");

BE IT FURTHER RESOLVED, that HANELT is hereby designated as the individual with primary and sole responsibility for handling matters in the Bankruptcy Case and as such, to act in the capacity of the Designated Responsible Individual as required by the Local Rule 4002 of the United States Bankruptcy Court for the Northern District of California, effective immediately;

BE IT FURTHER RESOLVED, that HANELT is hereby authorized and directed to appear in all bankruptcy proceedings on behalf of the Corporation; to otherwise do and perform all acts and deeds, and to execute and deliver all necessary documents on behalf of the Corporation, in connection with the Bankruptcy Case, in order to perform and fulfill the duties and responsibilities of a debtor-in-possession under Chapter 11 of Title 11 of the United States Code; and

BE IT FURTHER RESOLVED, that HANELT is hereby authorized and directed to employ attorney Michael H. Ahrens, Esq. and the law firm of Sheppard, Mullin, Richter & Hampton LLP, located at 4 Embarcadero Center, 17th Floor, San Francisco, CA 94111, to represent the Corporation as Reorganization Counsel in the Bankruptcy Case, in accordance with the Local Rules of the United States Bankruptcy Court for the Northern District of California.



PETER G. HANELT, Director



PEARSON C. CUMMIN III, Director

JULIUS JENSEN III, Director

BRUCE BEDA, Director

RONALD S. STAFFIERI, Director

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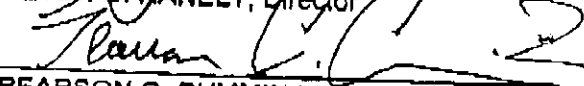
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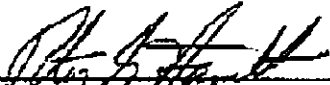
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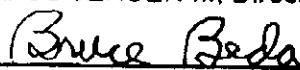
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